

3-1-48.16-_____

ARTICLES OF AMENDMENT

In compliance with the requirements of Article VIII of the Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Business Corporation Law" approved May 5, 1933, P. L. 364, and amendments thereto, providing for amendments to the Articles of Incorporation of corporations, GULF OIL CORPORATION hereby certifies, under its corporate seal:

1. That its name is GULF OIL CORPORATION and that its registered office is located at Gulf Building, Pittsburgh, Pennsylvania.

2. That it is a corporation incorporated and existing under the Act of the General Assembly of the Commonwealth of Pennsylvania, as shown by the original Articles of Incorporation dated the 9th day of August, 1922, and recorded in the Office of the Secretary of the Commonwealth in Charter Book 217, Page 150, and in the office of the Recorder of Deeds in and for the County of Allegheny, Commonwealth of Pennsylvania, on the 11th day of August, 1922, in Commission Book Vol. 75, Page 419. By amendment of May 5, 1936, the name of the Corporation was changed from "Gulf Oil Corporation of Pennsylvania" to "Gulf Oil Corporation", said amendment being recorded in Amendment Book 360, Page 111, in the Office of the Secretary of the Commonwealth.

3. (a) That at a meeting of the board of directors of said Corporation held on March 23, 1948, a resolution was adopted authorizing an amendment to Paragraph 7th of the Articles of Incorporation, and directing that such amendment be submitted to a vote

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of the shareholders entitled to vote thereon at a meeting to be held on Wednesday, May 26, 1948.

(b) That a meeting of the shareholders of said Corporation to take action upon the proposed amendment was held on Wednesday, May 26, 1948, at 11:00 o'clock A.M., Eastern Daylight Saving Time, at the registered office of the Corporation, pursuant to written notice deposited in the United States mail sixty (60) days prior to the date of such meeting.

4. That at the time of the meeting of the shareholders on Wednesday, May 26, 1948, the authorized number of all shares of the capital stock of the Corporation was 12,000,000, of which 11,345,250 shares were then issued and outstanding and were entitled to vote on the proposed amendment, and 200,002 shares were held in the treasury of the Corporation. Shareholders owning 8,482,524 shares were present at such meeting in person or by proxy.

5. At said meeting 8,398,896 shares were voted in favor of the resolution amending the Articles of Incorporation of the Corporation in the manner hereinafter set forth, 71,317 shares were voted against the said resolution, and 12,311 shares failed to vote upon said resolution.

6. The amendment, as adopted by the shareholders, is as follows:

"RESOLVED, That Article 7th of the Articles of Incorporation be, and the same is hereby amended so as to read as follows:

"7th. The amount of the authorized capital stock of this Corporation is \$500,000,000.00 divided into 20,000,000 shares of the par value of \$25.00 each."

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7. The previous authorized capital stock of the Corporation was \$300,000,000.00, evidenced by 12,000,000 shares of the par value of \$25.00 each. The present amendment increases the capital stock to \$500,000,000.00, evidenced by 20,000,000 shares of the par value of \$25.00 each. The Corporation has but one class of stock.

IN TESTIMONY WHEREOF, Gulf Oil Corporation has caused these Articles of Amendment to be signed by its President and its corporate seal, duly attested by its Secretary, to be hereunto affixed this first day of June, 1948.

GULF OIL CORPORATION

By

S. A. Ingersoll
President.



Wm. O. Little
Secretary.

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COMMONWEALTH OF PENNSYLVANIA
COUNTY OF ALLEGHENY

SS:

On this 1st day of June, 1948, before me, a Notary Public in and for the Commonwealth and County aforesaid, personally appeared S. A. SWENSRUD, the President, and PEVERIL O. SETTLE, the Secretary, of Gulf Oil Corporation, who being duly sworn according to law did depose and say that they are respectively President and Secretary of said Corporation; that the foregoing Articles of Amendment were duly signed and sealed by them as the act and deed of the Corporation; that the seal affixed thereto is the common and corporate seal of the Corporation; and that the statements therein are true to the best of the knowledge and belief of each deponent.

S. A. Swensrud
Peveril O. Settle

Sworn and subscribed before
me this 1st day of June,
1948.

W. H. H. H. H.
Notary Public.
My Comm. Expires
APRIL 4, 1948

Filed in the department of State on the 3rd day of June
A. D. 1948.

W. H. H. H. H.
Deputy Secretary of the Commonwealth

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Commonwealth of Pennsylvania



Department of State

To all to whom these Presents shall come, Greeting:

Whereas, In and by Article VIII of the "Business Corporation Law," (Act No. 106) approved the fifth day of May, Anno Domini one thousand nine hundred and thirty-three, the Department of State is authorized and required to issue a

CERTIFICATE OF AMENDMENT

evidencing the amendment of the Articles of Incorporation of a business corporation organized under or subject to the provisions of that law, and

Whereas, The stipulations and conditions of that Law pertaining to the amendment of Articles of Incorporation have been fully complied with by

GULF OIL CORPORATION

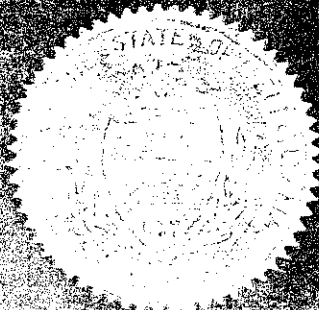
Therefore, Know Ye, That subject to the Constitution of this Commonwealth and under the authority of the Business Corporation Law, I DO BY THESE PRESENTS, which I have caused to be Sealed with the Great Seal of the Commonwealth, extend the rights and powers of the corporation named above, in accordance with the terms and provisions of the Articles of Amendment presented by it to the Department of State, with full power and authority to use and enjoy such rights and powers, subject to all the provisions and restrictions of the Business Corporation Law and all other applicable laws of this Commonwealth.

Given under my Hand and the Great Seal of the Commonwealth at the City of Harrisburg this _____ day of _____ in the year of our Lord one thousand nine hundred and _____ and of the Commonwealth the one hundred and

seventy-second

Edward J. McManus

Secretary of the Commonwealth



I-J N^o 22388Commonwealth of Pennsylvania
Department of State

OFFICE of the SECRETARY of the COMMONWEALTH

Harrisburg, June 8, 1948

Pennsylvania, ss:

I DO HEREBY CERTIFY, That the foregoing and annexed is a full, true and correct photocopy of Articles of Amendment to the Articles of Incorporation of "GULF OIL CORPORATION" approved June 3, 1948, and Certificate of Amendment issued thereon, as the same appear of record in this Office.

IN TESTIMONY WHEREOF, I have herewith set my hand and caused the seal of the Secretary's Office to be affixed, the day and year above written.



Deputy Secretary of the Commonwealth

Wm. C. Smith
JUN 10 1948